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# TRINITY INDUSTRIES LEASING COMPANY

*A Subsidiary of Trinity Industries, Inc.*



RECORDATION NO. 17848-JK

FILED 1425

SEP 25 1995 - 11 50 AM

September 25, 1995 INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

SEP 25 11 43 AM '95

RECEIVED  
OFFICE OF THE  
SECRETARY

Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue N.W.  
Washington, D.C. 20423  
Attention: Recordation, Room 2311

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 9)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Third Supplement to Equipment Trust Agreement, a primary document, dated as of September 25, 1995, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A., as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated September 25, 1995, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 25, 1995, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 25, 1995, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Third Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of June 30, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 17848 on July 1, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 17848-B and 17848-A, respectively; and the Second Supplement to Equipment Trust Agreement dated as of March 17, 1995, between the Company and the Bank, as Trustee, which was filed

and recorded under Recordation No. 17848-F on March 21, 1995, along with Assignment and Bill of Sale under Recordation Nos. 17848-G and 17848-H, respectfully.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 21 railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 901 Main Street, Dallas, Texas 75202.

The railroad equipment covered by the Third Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

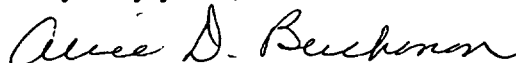
Enclosed is our firm's check in the amount of \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Third Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Third Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Third Supplement to Equipment Trust Agreement, a primary document, dated as of September 25, 1995, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Twenty Six (26) railroad cars, and (ii) Assignment, a primary document, dated September 25, 1995, between the Company (as Assignor), and the Bank, as Trustee, and covering Twenty Six (26) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated September 25, 1995, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Third Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated September 25, 1995, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of June 30, 1992 referred to above.

Very truly yours,



Alice D. Buchanan  
Paralegal

RAF:ps  
Enclosures

**EXHIBIT A**

1. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Partial Rider 15):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
23	29,947 Gal. 111A100W1 Tank Cars	TILX 190283 - 190305

2. Railroad Car Lease Agreement, dated June 24, 1992, between Trinity Industries Leasing Company and Windsor Chemicals, Inc., covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	23,589 Gal. 111A100W1 Tank Cars	TILX 260809 - 260811

**EXHIBIT B**  
**DESCRIPTION OF TRUST EQUIPMENT**

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
23 Tank Cars	111A100W1	29,947 Gal.	TILX 190283 - 190305	3/95
3 Tank Cars	111A100W1	23,589 Gal.	TILX 260809 - 260811	2/95

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INTERSTATE COMMERCE COMMISSION

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**THIRD SUPPLEMENT  
TO EQUIPMENT TRUST AGREEMENT**

**(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 9)**

Dated as of September 25, 1995,

Between

NATIONSBANK OF TEXAS, N.A., TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

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THIRD SUPPLEMENT dated as of September 25, 1995 (herein called this "Third Supplement"), to the Equipment Trust Agreement dated as of June 30, 1992 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and NATIONSBANK OF TEXAS, N.A., a national banking association, as Trustee (hereinafter in such capacity called the "Trustee").

#### PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Interstate Commerce Commission (the "ICC") on July 1, 1992 under Recordation No. 17848.

B. The First Supplement to the Trust Agreement dated September 16, 1992, between the Company and the Trustee was filed with the ICC on September 21, 1992, under Recordation No. 17848-D. The Second Supplement to the Trust Agreement dated March 17, 1995, between the Company and the Trustee was filed with the ICC on March 21, 1995, under Recordation No. 17848-F.

C. The Company has, pursuant to Section 5.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company the Twenty One (21) railroad cars comprised of the following: Twenty (20) railcars covered by the existing Lease Agreement dated March 3, 1992, between Trinity Industries Leasing Company and Buckman Laboratories, Inc.; One (1) railcar covered by the existing Lease Agreement dated July 15, 1988, between Trinity Industries Leasing Company and Olin Corporation (Partial Rider 3) described in Exhibit B to the Trust Agreement (the "Assigned Equipment").

D. Pursuant to Section 5.05(a) of the Trust Agreement and such Request, the Company desires to convey to the Trustee other Equipment described in Exhibits A and B hereto of an aggregate fair value no less than the fair value of the Assigned Equipment (the "Substituted Equipment").

E. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibits A & B to the Trust Agreement the descriptions of the Substituted Equipment and Existing Leases contained in Exhibits A and B hereto; and in accordance with Section 4.01 of the Trust Agreement, the Substituted Equipment shall be Trust Equipment and shall be included in the trust created thereunder and subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

3. Terms used in this Third Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

**EXHIBIT A**

1. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Partial Rider 15):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
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2. Railroad Car Lease Agreement, dated June 24, 1992, between Trinity Industries Leasing Company and Windsor Chemicals, Inc., covering the following described railroad cars (Partial Rider 3):

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